

Jerrold S. Seeman
Luxcore, Ltd.
5 East 67th Street
New York, N.Y. 10021

Exhibit C to Registration Statement Under The Foreign Agents
Registration Act of 1938, As Amended: Articles of Incorporation
and Bylaws of Luxcore, Ltd.

(Attached.)

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**State of New York }
Department of State } ss:**

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JAN 20 1904


Secretary of State

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CERTIFICATE OF INCORPORATION

OF

LUXCORE, LTD.

(Under Section 402 of the Business Corporation Law)

The undersigned, a natural person over the age of eighteen years, acting as incorporator for the purpose of forming a corporation under Section 402 of the Business Corporation Law of New York State, hereby certifies:

FIRST: The name of the corporation is Luxcore, Ltd. (hereinafter referred to as the "Corporation").

SECOND: The purpose or purposes for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the Business Corporation Law of the State of New York provided, however, that the Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The office of the Corporation in the State of New York is to be located in the County of New York in the City and State of New York.

FOURTH: The duration of the Corporation shall be perpetual.

FIFTH: The Secretary of State is hereby designated as agent of the Corporation upon whom process against the Corporation may be served. The

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post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her is:

Jerrold S. Seeman, Esq.
5 East 67th Street
New York, N.Y. 10021

SIXTH: The aggregate number of shares which the Corporation shall have the authority to issue is 100. Such shares will consist of only one class, designated Common Stock.

SEVENTH The Common Stock will have a par value of One Dollar (\$1.00).

EIGHTH: The name and address of the incorporator of the Corporation is:

David W. Bargman, Esq.
250 Park Avenue South
Suite 201
New York, N.Y. 10003-1402

NINTH: The number of directors of this corporation is one.



TENTH: A director of the corporation shall not be liable to the corporation or its shareholders for damages for any breach of duty in such capacity except that this provision shall not eliminate or limit the liability of any director for:

(i) liability if a judgment or other final adjudication adverse to that director establishes that his or her acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that the director personally gained in fact a financial profit or other advantage to which he or she was not legally entitled or that the director's acts violated BCL Section 719, or

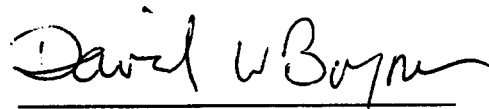
(ii) liability for any act or omission prior to the adoption of this provision.

ELEVENTH: The Corporation shall, to the full extent permitted by law as amended from time to time, indemnify and hold harmless any present or former officer or director of the Corporation or their personal representatives, made or threatened to be made a party in any civil or criminal action or proceeding by reason of the fact that he or she, his or her testator or intestate, is or was a director or officer of the Corporation, or served any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity at the request of the Corporation, from and against any and all personal losses, judgments, fines, damages, liabilities, claims, demands, suits and expenses, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein. The foregoing right of indemnification shall

not be deemed exclusive of any other rights tow which any such person, his testator or intestate, may be entitled apart from this Article "ELEVENTH".

TWELFTH: The Corporation shall have preemptive rights for all shareholders.

IN WITNESS WHEREOF, I sign this certificate of incorporation and affirm that the statements made herein are true under the penalties of perjury this 25th day of January, 1994.

A handwritten signature in cursive script, reading "David W. Bargman".

David W. Bargman, Esq.
250 Park Avenue South
Suite 201
New York, NY 10003-1402

BY - L A W S
OF
LUXCORE, LTD.

A corporation incorporated under the laws of the State of New York

Article I
Corporate Offices and Registered Agent

The principal office of the corporation in the State of New York shall be located in New York, New York. The corporation may have such other offices, either within or without the State of New York as the Board of Directors may designate or as the business of the corporation may require from time to time. The corporation's registered agent is the New York Secretary of State.

Article II
Shareholders

Section 1. Date and Time of Shareholders Annual Meeting. The annual meeting of the shareholders shall be held on the seventeenth day in the month of January in each year, beginning with the year 1994, at the hour of 10 o'clock a.m., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of New York, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

Section 2. Shareholders Special Meetings. Special meetings of the shareholders may be called at any time and for any purpose unless otherwise prescribed by statute. These meetings may be called by either the President or the Board of Directors or upon request of the holders of not less than fifty-one percent (51%) of all of the outstanding shares of the corporation entitled to vote at the meeting. The request for a special meeting must be made in writing which states the time, place, and purpose of the meeting. The request should be made to the Secretary who shall prepare and send written notice to all shareholders of record who are entitled to vote at the meeting.

Section 3. Place of Shareholders Meetings. The Board of Directors may designate any place, either within or without the State of New York, as the place of meeting for any annual meeting or for any special meeting, unless otherwise prescribed by statute, or unless a waiver of notice of the meeting signed by all

shareholders designates the place for the meeting. If no place is designated, either by the Board of Directors or all of the shareholders, then the place of the meeting shall be the principal office of the corporation.

Section 4. Notice of Shareholders Meetings. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, must be sent to each shareholder of record entitled to vote at the meeting. Unless otherwise prescribed by statute, this notice shall be delivered not less than five (5) nor more than thirty (30) days before the date of the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. When notices are sent, the Secretary must prepare an Affidavit of Mailing of Notices. Shareholders may waive notice of meetings if done in writing, except that attendance at a meeting is considered a waiver of notice of the meeting.

Section 5. Closing of Transfer Books or Fixing of Record: Shareholders Entitled to Notice, to Vote or to Receive Dividends. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors of the corporation may provide that the stock transfer books be closed for a stated period, but not to exceed in any case fifty (50) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least five (5) days immediately preceding such meeting. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than thirty (30) days and, in case of a meeting of shareholders, not less than five (5) days, prior to the date on which the particular action requiring such determination of shareholders is to be taken. If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof.

Section 6. Voting Lists. The officer or agent having charge of the stock transfer books for shares of the corporation shall make a complete list of the shareholders entitled to vote at each meeting of shareholders or any adjournment

thereof, arranged in alphabetical order, with the address of and the number of shares held by each. Such list shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting for the purposes thereof. Every shareholder who is entitled to receive notice, vote, or receive dividends is also entitled to examine this list and the corporate stock transfer book.

Section 7. Shareholders Quorum. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 8. Shareholders Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact exercising power of attorney. Such proxy shall be filed with the Secretary of the corporation before or at the time of the meeting. A meeting of the Board of Directors may be had by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting under such circumstances shall constitute presence at the meeting. No proxy may be valid for over 11 months, unless the proxy specifically states otherwise. A proxy may always be revocable prior to the meeting for which it is intended. Attendance at the meeting for which a proxy has been authorized always revokes the proxy.

Section 9. Voting of Shares. Each outstanding share of the corporation which is entitled to vote as shown on the Stock Transfer Book shall be entitled to vote upon each matter submitted to a vote at a meeting of shareholders. The vote of the holders of a majority of the shares entitled to vote will be sufficient to decide any matter, unless a greater number is required by the Articles of Incorporation or by state law. Adjournment shall be by majority vote of those shares entitled to vote.

Section 10. Voting of Shares by Certain Holders. Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the By-Laws of such corporation may prescribe or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of shares into

his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name, if authority so to do is contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Shares of its own stock belonging to the corporation shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

Section 11. Adjourned Meetings. Any meeting of the shareholders may be adjourned to a designated time and place by a vote of majority in interest of the shareholders present in person or by proxy and entitled to vote, even though less than a quorum is so present. No notice of such an adjourned meeting need be given other than by announcement at the meeting, and any business may be transacted at the meeting as originally called.

Section 12. Shareholder Consent Resolutions. Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent resolution in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

Section 13. Shareholders Cumulative Voting Rights. For the election of directors, each shareholder may vote in a cumulative manner, if desired, which will mean that if each shareholder has one vote per director to be elected, the shareholder may vote all votes for a single director or spread the votes among the directors.

Article III Board of Directors

Section 1. General Powers of the Board of Directors. The business and affairs of the corporation shall be managed by its Board of Directors, each of whom shall be at least eighteen (18) years of age. The Board of Directors shall have all powers available under state law, including the power to appoint and remove officers, agents, and employees; the power to change the offices and

registered office of the corporation; the power to issue shares of stock; the power to borrow money on behalf of the corporation, including the power to execute any evidence of indebtedness on behalf of the corporation; and the power to enter into contracts on behalf of the corporation.

Section 2. Number and Tenure of Directors. The number of directors of the corporation shall be such number, but not more than seven (7), as shall be determined from time to time by resolution of the Board of Directors or shareholders. The number of directors may be less than three (3) only when all the shares of the corporation are owned by less than three (3) shareholders, but in such event the number of directors may not be less than the number of shareholders. The number of initial directors of the corporation shall be one (1). Each director will hold office for five years and will be elected at the annual meeting of the shareholders. Directors need not be shareholders.

Section 3. Date and Time of the Annual Meeting of the Board of Directors. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, time and place for the holding of additional regular meetings without notice other than such resolution.

Section 4. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called at any time and for any purpose. These meetings may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them. The request for a special meeting must be made in writing which states the time, place, and purpose of the meeting. The request should be given to the Secretary of the corporation who will prepare an Affidavit of Mailing of Notices and send written notice to all directors.

Section 5. Notice of Special Meetings. Notice of any special meeting shall be given at least one (1) day previous thereto by written notice delivered personally or mailed to each director at his address as shown in the corporate records, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any directors may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Place of Board of Directors Meetings. The Board of Directors has the power to designate the place for directors meetings. If no place is

designated, then the place for the meeting shall be the principal office of the corporation.

Section 7. Board of Directors Quorum. A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Once a quorum is present, business may be conducted at the meeting, even if directors leave prior to adjournment. If less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Board of Directors Consent Resolutions. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent resolution in writing, setting forth the action to be taken, shall be signed before such action by all of the directors.

Section 10. Board of Directors Voting. Each director shall have one vote. The vote of a majority of directors shall be sufficient to decide any matter, unless a greater number is required by state law. Adjournment shall be by majority vote.

Section 11. Directors Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders.

Section 12. Removal of Directors. A director may be removed from office, with or without cause, at a special meeting of the shareholders called for that purpose.

Section 13. Compensation of Directors. By resolution of the Board of Directors, each director may be paid his expenses, if any, of attendance at each meeting of the Board of Directors, and may be paid a stated salary as director or a fixed sum for attendance at each meeting of the Board of Directors or both. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 14. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate

matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 15. Fiduciary Duty of Directors. Each director owes a duty of good faith and reasonable care with regard to all actions taken on behalf of the corporation. Each director must perform his/her duties in good faith in a manner which he/she reasonably believes to be in the best interests of the corporation, using ordinary care and prudence.

Article IV Officers

Section 1. Number of Officers. The officers of the corporation shall include a President and Chief Executive Officer, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person. Officers may be directors or shareholders of the corporation.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected by the Board of Directors at the first meeting held by the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, or until his death, or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Removal of Officers. Any officer or agent may be removed by the Board of Directors with or without cause, whenever, in its judgment, the best interests of the corporation shall be served. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights, and such appointment shall be terminable at will.

Section 4. Officers Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or for any other reason may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Duties of the President. The President shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, certificates for shares of the corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed. He shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Duties of the Vice President. In the absence of the President or in the event of his death, incapacitation or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If there is more than one Vice President, each Vice President shall succeed to the duties of the President in order of rank as determined by the Board of Directors. If no such rank has been determined, then each Vice President shall succeed to the duties of the President in order of date of election, the earliest date having the first rank.

Section 7. Duties of the Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more minute books provided for that purpose; (b) shall provide notices of all meetings in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records, corporate stock transfer book and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder, director and officer which shall be furnished to the Secretary by such shareholder; (e) sign with the President certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Duties of the Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all corporate funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever and deposit all such moneys in the

name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. Salaries of Officers. The salaries of the officers shall be fixed by the Board of Directors, who may alter such salaries at any time. An officer may receive a salary regardless of any salary he receives as a director.

Article V

Stock Certificates and Their Transfer

Section 1. Stock Certificates. Certificates representing shares of ownership in the corporation shall be in the form designated by the Board of Directors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Board of Directors to do so, and sealed with the corporate seal. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address of the person receiving the issued shares, the certificate number, the number of shares and the date of issue shall be recorded by the Secretary in the stock transfer books of the corporation. All certificates surrendered to the corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the corporation as the Board of Directors may prescribe.

Section 2. Transfer of Shares. Transfer of shares of the corporation shall be made only on the stock transfer books of the corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name the shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes. Provided, however, that upon any action undertaken by the shareholders to elect S corporation status pursuant to Section 1362 of the Internal Revenue Code and upon any shareholders agreement thereto restricting the transfer of said shares so as to disqualify said S corporation status, said restriction on transfer shall be made a part of the By-Laws so long as said agreement is in force and effect.

Article VI

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver an instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no notes, mortgages or other evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, mortgages, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article VII Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December of each year.

Article VIII Dividends

The Board of Directors may from time to time declare, and the corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

Article IX Corporate Seal

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, "Corporate Seal."

Article X Waiver of Notice

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under

the provisions of the applicable Business corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article XI

Loans to Officers or Directors

Any loan of corporate funds to an officer or director must be approved by a majority of the Board of Directors, who shall determine the amount of the loan and the terms of repayment.

Article XII

Indemnity

The corporation shall indemnify its directors and officers as follows:

(a) Every director and officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation.

(b) The corporation shall provide to any person who is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article X.

Article XIII
Amendments to the By-Laws

These By-Laws may be altered, amended, or repealed and new By-Laws adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

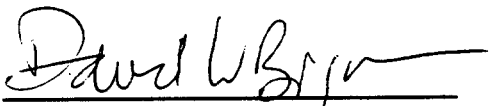
ACTION BY WRITTEN CONSENT
OF SOLE INCORPORATOR
OF LUXCORE, LTD.

The undersigned, being the sole incorporator of Luxcore, Ltd., a New York corporation (the "Corporation"), hereby takes the following action in accordance with Section 404(b) of the Business Corporation Law:

1. Jerrold S. Seeman is hereby elected as the sole Director of the Corporation to serve as such until the first annual meeting of shareholders of the Corporation and until election and qualification of his successors.

2. The By-Laws annexed hereto are hereby adopted as and for the By-Laws of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand as of this 26th day of January, 1994.



David W. Bargman
Sole Incorporator

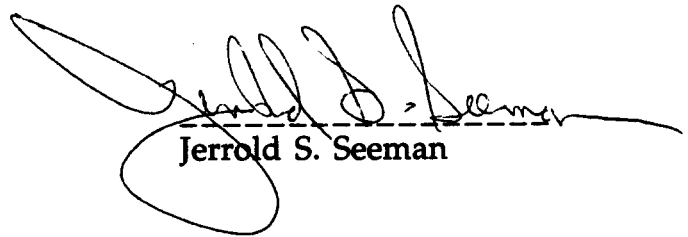
ACTION BY WRITTEN CONSENT
OF THE SOLE SHAREHOLDER
OF LUXCORE, LTD.

I, Jerrold S. Seeman, being the sole shareholder of Luxcore, Ltd., a New York corporation (the "Corporation"), pursuant to the provisions of Section 402 of the Business Corporation Law of the State of New York, hereby adopt the following resolution and consent to the action set forth below:

The following resolution is hereby adopted:

RESOLVED, that Jerrold S. Seeman be, and hereby is, elected as director of the Corporation, to serve as such until the first meeting of the Board of Directors following the next annual meeting of the shareholders of the Corporation and/ or until the election and qualification of his successor.

IN WITNESS WHEREOF, I have executed this Written Consent as of the 26th day of January, 1994.


Jerrold S. Seeman

ACTION BY WRITTEN CONSENT
OF THE SOLE DIRECTOR
OF LUXCORE, LTD.

I, Jerrold S. Seeman, being the sole Director of Luxcore, Ltd., a New York corporation (the "Corporation"), pursuant to the provisions of Section 402 of the Business Corporation Law of the State of New York, hereby adopt the following resolutions and consent to the actions set forth below:

RESOLVED, that the Action by Written Consent by Sole Incorporator of the Corporation dated January 26, 1994 and the actions taken therein, including the adoption of the By-Laws annexed thereto, are hereby approved, ratified and confirmed in all respects.

RESOLVED, that the seal impressed in the margin hereof is hereby approved and adopted as and for the corporate seal of the Corporation.

RESOLVED, that the following persons are hereby elected to the offices set forth opposite their respective names, to serve as such for the term provided in the By-Laws or until the election and qualification of their respective successors:

Jerrold S. Seeman

President, Treasurer and
Secretary

RESOLVED, that the form of stock certificate, a specimen of which is attached as Exhibit A, is hereby adopted as and for the stock certificate for the common stock, with one dollar (\$1.00) par value per share, of the Corporation.

RESOLVED, that the fiscal year of the Corporation shall be the period commencing on January 1 and ending December 31 in each year.

RESOLVED, that the principal office of the Corporation shall be located at 5 East 67th Street, New York, New York 10021.

RESOLVED, that the officers of the Corporation are hereby authorized and directed to pay all organization expenses of the Corporation out of the funds of the Corporation.

RESOLVED, that the officers of the Corporation are hereby authorized to take any and all action necessary to adopt the banking resolutions as are necessary to establish accounts for the Corporation's funds.

RESOLVED, that the offer of Jerrold S. Seeman to purchase one hundred (100) shares of the Corporation's common stock, with one dollar (\$1.00) par value per share, for consideration consisting of one dollar per share or \$100.00 be, and the same hereby is, accepted, such shares of the Corporation's common stock, upon such payment to be duly and validly issued, fully paid and non-assessable.

RESOLVED, that the officers of the Corporation be, and each of them hereby is, authorized and directed to issue to Jerrold S. Seeman, against payment in full thereof, stock certificates evidencing the shares of the Corporation's common stock so purchased.

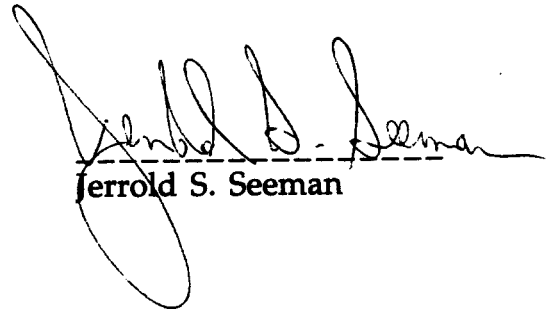
RESOLVED, that the officers of the Corporation be, and each of them acting singly hereby is, authorized for and on behalf of the Corporation to execute and deliver any and all documents and take such action as may be necessary to qualify the Corporation to conduct business as a foreign corporation in any states in which the acting officer shall, in his sole discretion, deem such qualification to necessary and appropriate.

RESOLVED, that the officers of the Corporation be, and each of them acting singly hereby is, authorized for and on behalf of the Corporation to execute and deliver any and all documents and take such actions as may be necessary to register the Corporation as an agent or representative in the United States for any foreign country as required by law.

RESOLVED, that the officers of the Corporation be, and each of them acting singly hereby is, authorized for and on behalf of the Corporation to execute and deliver any and all documents and take such actions as such officer may approve as necessary or desirable in order to fully to

carry out each of the resolutions adopted in this written consent, his execution and delivery of any such documents, or his taking of any such actions, to be conclusive evidence of his approval thereof.

IN WITNESS WHEREOF, I have executed this Written Consent
as of the 26th day of January, 1994.



Handwritten signature of Jerrold S. Seeman, written in cursive over a horizontal line.

Jerrold S. Seeman